

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, P.C.

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GTC Consultants, Inc.
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Writer's Direct Dial Number

(703) 714-1313

February 3, 2003

Via Overnight Courier

Ms. Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Buyers United, Inc.

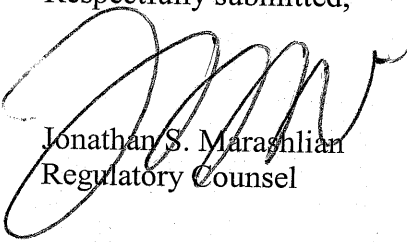
Dear Ms. Dillon:

Pursuant to your request, enclosed please find an additional thirteen copies of Buyers United, Inc.'s Notice of its purchase and proposed transfer of Touch America, Inc.'s switched voice telecommunications services customer base. Also enclosed is a check in the amount of \$25.00 for the fee associated with this filing.

An additional copy of this letter is enclosed, to be date-stamped and returned in the postage prepaid envelope provided.

Should you have any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,


Jonathan S. Marashlian
Regulatory Counsel

PAID T.R.A.

Chk # 9307
Amount 25.00
Rcvd By JR
Date 2-4-03

RECEIVED

*03 FEB 4 PM 1 48

TN REGULATORY AUTHORITY
DOCKET ROOM

Writer's E-mail Address

jsm@thlglaw.com

DOCKET NO.
03-00087

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January 28, 2003

jsm@thlglaw.com

VIA CERTIFIED MAIL

Joe Werner, Telecommunications
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Dear Mr. Werner:

By this letter, Buyers United, Inc. ("Buyers"), through counsel, notifies the Commission of its purchase and proposed transfer of Touch America, Inc.'s ("TA") switched voice telecommunications services customer base ("Customer Base").

Buyers (Tax Identification No. 87-0528557) is a Delaware corporation. The company provides resold long distance service throughout the United States, including the State of Tennessee.¹

TA is the telecommunications subsidiary of Touch America Holdings, Inc. (Tax Identification No. 81-0540231), a Delaware corporation. The company provides facilities-based and resold long distance service throughout the United States, including the State of Tennessee.

On December 23, 2002, Buyers and TA entered into an Asset Purchase Agreement whereby Buyers agreed to purchase certain TA assets, including TA's switched voice long distance customer accounts.² The Customer Base transfer will be effected by the transparent transfer to Buyers of TA's Carrier Identification Code

¹ In several states, Buyers is certified as Buyers United International, Inc. Buyers is in the process of updating its certifications and authorities to reflect its operations as: Buyers United, Inc., d/b/a buyersonline, and/or, d/b/a United Carrier Networks.

² Approximately 31 customer accounts are affected by the transfer.

January 28, 2003

Page 2

(0244) – the CIC upon which the transferred customers' services are presently provided.

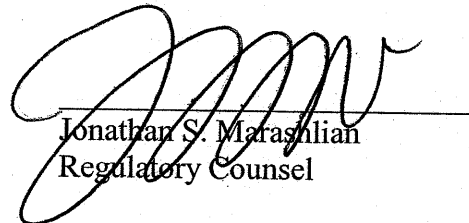
In effectuating the transfer of the intrastate services of the Customer Base, Buyers has and will comply, in all respects, with the Federal Communications Commission's ("FCC") rules pertaining to carrier-to-carrier customer base transfers. *See* C.F.R. § 64.1120(e)(1). A copy of the letter and customer notice required by the FCC is attached hereto at Exhibit A.

An additional copy of this letter has been provided. Please date-stamp and return in the self-addressed, stamped envelope.

If you have any questions or request additional information, please contact the undersigned.

Respectfully submitted,

BUYERS UNITED



Jonathan S. Marashlian
Regulatory Counsel

Attachment

Exhibit A

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(703) 714-1320 (Telephone)

Writer's Direct Dial Number

(703) 714-1313

STAMP & RETURN

Writer's E-mail Address

jsm@thlglaw.com

January 14, 2003

HAND DELIVERED VIA COURIER

Marlene F. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445-12th Street, S.W.
Room tw-204B
Washington, D.C. 20554

RECEIVED

JAN 14 2003

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

**Re: Notice of Proposed Customer Base Transfer and Certification of
Compliance With FCC Rules – CC Docket No. 00-257**

Dear Ms. Dortch:

Enclosed are an original and four (4) copies plus two (2) additional public copies of Buyers United, Inc., d/b/a United Carrier Networks ("Buyers") Notice of Proposed Customer Base Transfer and Certification of Compliance with the Federal Communications Commission's ("FCC's") rules prescribed in CC Docket No. 00-257 and set forth in C.F.R. § 64.1120(e)(1).

In compliance with C.F.R. § 64.1120, Buyers presents the following:

1. Names of Parties Involved in Transaction:

Acquiring Carrier:

Buyers United, Inc.

Transferring Carrier:

Touch America, Inc.

2. Types of Telecommunications Services Provided:

1+ switched voice long distance, 800/888/877 toll-free and calling card

Marlene F. Dortch
January 14, 2003

3. **Date of Proposed Transfer:**

On or shortly before February 21, 2003, but not earlier than customers' receipt of 30 days' prior notice.

4. **Certification of Compliance with Customer Notice Requirements:**

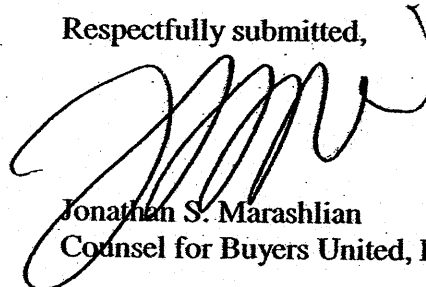
See Attachment A.

5. **Copy of Customer Notice:**

See Attachment B.

A duplicate original copy of this letter is enclosed, please date stamp this copy as acknowledgement of its receipt and return it. Questions regarding this filing may be directed to Jonathan S. Marashlian at the above address or by telephone at (703) 714-1313.

Respectfully submitted,



Jonathan S. Marashlian
Counsel for Buyers United, Inc.

Enclosures

cc: Michele Walters, Accounting Policy Division

Marlene F. Dortch
January 14, 2003

ATTACHMENT A

Certification of Compliance

CERTIFICATION

State of Utah)
)
County of Salt Lake) ss.

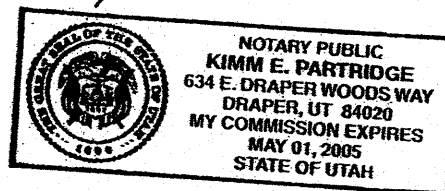
I, Paul Jarman, hereby declare under penalty of perjury that:

1. I am President and Chief Operating Officer of Buyers United, Inc. ("Buyers");
2. I am authorized to make this declaration on its behalf;
3. Buyers has and/or will comply with:
 - a. the requirement to provide advance subscriber notice in accordance with C.F.R. § 64.1120(e)(3);
 - b. the obligations specified in that notice; and
 - c. all statutory and Federal Communications Commission requirements applying to the streamlined procedures promulgated in CC Docket No. 00-257
4. The facts stated in the foregoing submission are true and correct to the best of my knowledge, information and belief.

By: Paul Jarman
Paul Jarman
President/COO
Buyers United, Inc.

Sworn and subscribed before me this 9th day of January, 2003.

My Commission Expires: 5-1-05



Marlene F. Dortch
January 14, 2003

ATTACHMENT B

Customer Notice



UNITED CARRIER NETWORKS
A Division of Buyers United, Inc.

14870 Pony Express Road
Bluffdale, Utah 84065

709707458
TOUCHAMERICA

January 14, 2003

XXXXXXXXXXXXXX
XXXXXXXXXXXXXX
XXXXXXXXXXXXXX

Subject: Your Existing Touch America Long Distance Account

Dear Customer:

Happy New Year! My name is Tom Milligan. My department has been assigned to service your long distance account. Recently, my company, United Carrier Networks (UCN, a division of Buyers United, Inc.) completed a transaction to acquire a number of long distance accounts from Touch America. UCN will become your new long distance provider 30 days after this notification.

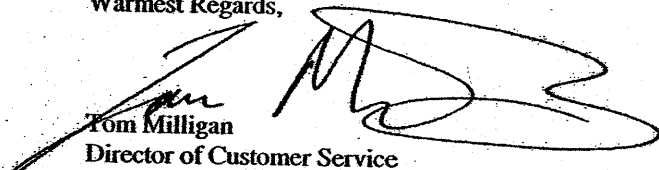
UCN wants to extend you a warm welcome. The only change you will notice is UCN's name on your long distance bill. Under no circumstance will any of UCN's new customers experience rate increases. You will not experience any service delays and you will not be billed any costs associated with the transfer of service. In fact, there is no reason for you to take any action at all to continue receiving your long distance service.

UCN provides the highest quality long distance service utilizing the largest carrier networks in the world. We are a profitable company with a great service record. To learn more about UCN, please visit us at www.ucn.net.

While you have the right to select another long distance carrier for your service, I want you to know that UCN is committed to providing you with the most advanced and reliable telecommunications services available. We look forward to serving you and earning your trust.

As a valued customer of UCN you will enjoy other highly competitive rates, including 10¢ per minute calling cards. We are excited to have you as a customer. Please call us at 800-669-3321 if you have any questions at all. Once more, no action is required by you to maintain your long distance voice service with UCN. We know you will be pleased with us and we are eager to serve you.

Warmest Regards,



Tom Milligan
Director of Customer Service
United Carrier Networks
A division of Buyers United, Inc.